



Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Taptica International Ltd. (the "Company") will be held at the office of finnCap, 60 New Broad St, London, EC2M 1JJ on 13 June 2019 at 2:00 pm for the following purposes:

To receive and discuss with the directors the financial statements of the Company for the year ended 31 December 2018 together with the report of the auditors thereon.

As ordinary business to consider, and, if thought fit, pass Resolutions 1 to 4 inclusive below:

1. To re-elect Timothy Grainger Weller, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as an independent non-executive director (if re-elected, Mr. Weller shall continue to serve as Chairman of the Company's Board of Directors following the Annual General Meeting).
2. To re-elect Ofer Druker, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
3. To re-elect Yaniv Carmi, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
4. To re-appoint Somekh Chaikin, a member firm of KPMG International, as the Company's independent external auditor for 2019 and to authorise the Company's Board of Directors (or, the Audit Committee, if authorised by the Board of Directors) to fix its remuneration.

As special business to consider, and, if thought fit, pass Resolutions 5 to 6 inclusive below:

5. To approve a change to the Company's name from Taptica International Ltd. to Tremor International Ltd.
6. As required by Israeli law and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve an increase to the annual salary of Yaniv Carmi, the Company's Chief Financial Officer and Director, to US\$500,000 per annum with an annual cash bonus of up to US\$400,000, subject to compliance with performance-based metrics relating to the Company's earnings per share, cash conversion and total shareholder return as determined by the Remuneration Committee. The increase shall become effective upon and subject to Mr Carmi's relocation from the Company's headquarter offices in Israel to the Company's offices in the United States.

By order of the Board of Directors

Timothy Grainger Weller

Chairman of the Board

Yaniv Carmi

Company Secretary

2 May 2019

Registered Office

121 Hahashmonaim Street

Tel Aviv

Israel

Registered in Israel number 513956060

Explanatory Notes:

Resolutions 1-3. The Company's articles of association (the "**Articles**") require the directors (other than External Directors (as defined in the Articles)) to retire and if wishing to serve again, to offer themselves for re-election by the shareholders at each Annual General Meeting (the "**AGM**"). The Company's two External Directors, Mr. Neil Jones (the Company's Senior Independent Non-Executive Director) and Ms Joanna Parnell (the Company's Independent Non-Executive), were appointed in December 2017 for a term of three years in accordance with Israeli law and are not required to stand for re-election at the AGM.

- The Company's Board of Directors currently consists of six directors, four of which are Independent Non-Executive Directors: (i) Mr Weller, the Chairman of the Board and an Independent Non-Executive Director, (ii) Mr Jones, the Senior Independent Non-Executive Director, (iii) Ms Parnell, the Independent Non-Executive Director, and (iv) Mr Zehavi, the Independent Non-Executive Director.
- Mr Zehavi notified the Board that he has elected not to stand for re-election at the AGM. The Nomination Committee and the Board are in an advanced search process for an additional Independent Non-Executive Director candidate to replace Mr Zehavi, and intend to update the shareholders on the new candidate in due course.
- All members of the Audit Committee, the Remuneration Committee and Nomination Committee are currently Independent Non-Executive Directors, with Mr Jones serving as the Chair of the Audit Committee and Ms Parnell serving as the Chair of the Remuneration Committee. The new candidate who will replace Mr Zehavi will also be an Independent Non-Executive Director.

Resolution 4. Resolution 4 proposes to re-appoint Somekh Chaikin, a member firm of KPMG International, as Auditor of the Company and authorises the directors to set their remuneration. The total fees paid to Somekh Chaikin, a member firm of KPMG International, for audit services rendered to the Company during 2018 was \$125,000.

Resolution 5. Following the completion of the merger with RhythmOne in April 2018 and the increased contribution of Tremor Video to the Group's overall revenue and profit, it is recommended, as part of the rebranding of the Group's activities, to change the Company's name from Taptica International Ltd. to Tremor International Ltd.

In accordance with Israeli law, the change of the Company's name requires approval of the Company's shareholders and of the Israeli Companies Registrar. Subject to the approval of the Company's shareholders at the AGM, the Company will seek approval of the Israeli Companies Registrar to the name change. The name change shall become effective following the issuance of a Certificate of Name Company by the Israeli Companies Registrar. In the event the Israeli Companies Registrar does not approve the proposed new company name, the Board shall seek approval to amend to a similar company name.

Resolution 6. As part of the integration of the RhythmOne business following completion of the merger with RhythmOne in April 2018, Mr Carmi, the Company's Chief Financial Officer and Director, has been asked to relocate from the Company's headquarter offices in Israel to the Company's offices in the United States.

In connection with his relocation, the Remuneration Committee and the Board of Directors have reviewed Mr Carmi's remuneration terms to align with the terms of the Company's other US-based executive officers, and recommended to increase his annual salary to US\$500,000 per annum with an annual cash bonus of US\$400,000, subject to compliance with performance-based metrics relating to the Company's earnings per share, cash conversion and total shareholder return as determined by the Remuneration Committee.

In accordance with Israeli law, the proposed changes to Mr Carmi's remuneration terms require the approval of the Company's shareholders. The proposed changes shall become effective upon and subject to Mr Carmi's relocation from the Company's headquarter offices in Israel to the Company's offices in the United States.

Notes

1. Holders of depository interests in respect of ordinary shares ("**DI holder**") may only appoint Link Market Services Trustees Limited (the "**Depository**") as their proxy. DI holders wishing to attend, speak and vote at the meeting should contact the Depository to request a Letter of Representation and this instruction is covered off in the notes on the Form of Direction.
2. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Link Market Services Limited on +44 (0) 871 664 0300. All forms must be signed and should be returned together in the same envelope.
3. To be valid, any Form of Proxy or other instrument appointing a proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be received by post or (during normal business hours only) by hand at Link Market Services Limited, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 2.00 p.m. on 11 June 2019.
4. In the case of DI holders, a Form of Direction must be completed in order to appoint the Depository whose registered office is at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU to vote on the holder's behalf at the meeting. To be effective, a completed and signed Form of Direction must be deposited at Link Market Services Limited no later than 2.00 p.m. on 10 June 2019.
5. The return of a completed Form of Proxy, Form of Direction, or other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder or DI holder attending the Annual General Meeting and voting in person if he/she wishes to do so.
6. Pursuant to the Israel Companies Law, to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of the Company at 6.00 p.m. on 8 May 2019. Changes to the Company's register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
7. The quorum for the Annual General Meeting shall be two or more shareholders present in person or by proxy and holding shares conferring in the aggregate 25 per cent of the voting power of the Company. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Chairman may determine.
8. Any shareholder attending the Annual General Meeting is entitled pursuant to the Israel Companies Law to ask any question relating to the business being dealt with at the meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of any answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. As at 1 May 2019, the Company's issued share capital consisted of 128,854,652 ordinary shares, along with 14,739,643 shares reclassified as dormant shares under the Israel Companies Law (without any rights attached thereon), which the Company holds in Treasury. Therefore, the total voting rights in the Company as at 1 May 2019 were 128,854,652.

10. The Board recommends that shareholders vote in favour of all items in the Notice.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent ID (RA10) by 2.00 p.m. on 10 June 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
15. Pursuant to the Israel Companies Law, the approval of each of the Resolutions requires the affirmative vote of the holders of a majority of the voting power represented and voting on the resolution in person or by proxy.
16. Copies of the letters of appointment and service contracts of the directors, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Fridays and public holidays excluded) and Sundays, will also be available for inspection at the place of the Annual General Meeting on the day of the Annual General Meeting.